

RECORDATION NO. 29884-A FILED

SEP 02 '11 --1 55 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

September 2, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S W
Washington, D C 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U S C Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of September 2, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Memorandum of Assignment of Lease being filed with the Board under Recordation Number 29884

The names and addresses of the parties to the enclosed document are

Lessor	Freightcar America, Inc 17 Johns Street Johnstown, PA 15901
Lessee	First Union Rail Corporation One O'Hare Center 6250 River Road, Suite 5000 Rosemont, IL 60018

Chief
Section of Administration
September 2, 2011
Page 2

A description of the railroad equipment covered by the enclosed document
is

90 railcars MMMX 3000 – MMMX 3089

A short summary of the document to appear in the index is

Memorandum of Lease

Also enclosed is a check in the amount of \$41 00 payable to the order of
the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the
undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read "Edward M. Luria". The signature is fluid and cursive, with the first name "Edward" being the most prominent part.

Edward M Luria

EML/sem
Enclosures

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**MEMORANDUM OF LEASE
(Surface Transportation Board)**

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE dated as of September 2, 2011, is between FIRST UNION RAIL CORPORATION, a North Carolina corporation (the "Lessor") and FREIGHTCAR AMERICA, INC., a Delaware corporation (the "Lessee")

The parties to this Memorandum hereby acknowledge and confirm the following

A The Lessee has leased from Lessor certain railcars identified on Schedule 1 attached hereto, under Rider No 1 dated as of September 2, 2011 and effective as of June 28, 2011 to that certain Railcar Equipment Lease dated as of September 2, 2011 and effective as of June 28, 2011, between Lessor and Lessee (hereinafter together as amended, modified, supplemented and or replaced from time to time referred to as the "Lease")

B The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written

C This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart

[The remainder of this page has been intentionally left blank]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

FIRST UNION RAIL CORPORATION, AS
LESSOR

By Richard F. Seymour

Name: Richard F. Seymour

Title Vice President Sales & Marketing

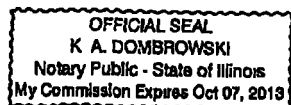
STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of Cook this day of September, 2011 by Richard F. Seymour as Vice President of FIRST UNION RAIL CORPORATION.

K. A. Dombrowski
Notary Public

My commission expires 10/7/2013

[Notarial Seal]



CHAR11731404

[Signature page to Memorandum of Lease]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written

FREIGHTCAR AMERICA, INC., AS LESSEE

By Theodore W. Baun

Name. THEODORE W. BAUN

Title SVP MARKETING & SALES

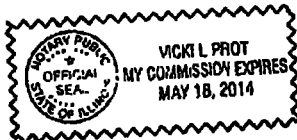
STATE OF)
COUNTY OF) ss

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of Cook this 1st day of September, 2011 by Theodore W. Baun as SVP, Marketing & Sales of FREIGHTCAR AMERICA, INC, a Delaware corporation

Vicki L. Prot
Notary Public

My commission expires. _____

[Notarial Seal]



CHAR111231404

[Signature page to Memorandum of Lease]

SCHEDULE 1

Ninety (90) VersaFlood™ Aggregate Cars, marked and numbered MMMX 3000 – 3089
(both inclusive)

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated 9/2/11

Edward M Luria
Edward M Luria